

**CONTRACT #8
RFS # 318.66-027
FA-02-14862-00**

**Department of Finance and
Administration
Bureau of TennCare**

**VENDOR:
UAHC Health Plan of
Tennessee, Inc. (formerly
Omni Health Plan)**

RECEIVED

FEB 15 2008

FISCAL REVIEW



STATE OF TENNESSEE
BUREAU OF TENNCARE
310 Great Circle Road
NASHVILLE, TENNESSEE 37243

February 11, 2008

Mr. Jim White, Director
Fiscal Review Committee
8th Floor, Rachel Jackson Bldg.
Nashville, TN 37243

Attention: Ms. Leni Chick

RE: Bureau of TennCare
Contract Amendment Submitted for Fiscal Review

Dear Mr. White:

The Department of Finance and Administration, Bureau of TennCare, is submitting for consideration by the Fiscal Review Committee amendment #15 to UAHC Health Plan of Tennessee, Inc., RFS 318.66-027. This Managed Care Organization (MCO) provides medical services to a large population of TennCare enrollees. In order to continue with the services currently being provided, this amendment extends the term of services for an additional three month period of time to coincide with the other current MCOs. No additional funding is required to support this term extension.

The Bureau of TennCare would greatly appreciate the consideration and approval of this amendment by the Fiscal Review Committee.

Sincerely,

Scott Pierce
Chief Financial Officer

cc: Darin J. Gordon, Deputy Commissioner
Alma Chilton, Contract Coordinator

REQUEST: NON-COMPETITIVE AMENDMENT

APPROVED

RECEIVED

FEB 15 2008

Commissioner of Finance & Administration

Date:

FISCAL REVIEW

Each of the request items below indicates specific information that must be individually detailed or addressed as required.
A REQUEST CAN NOT BE CONSIDERED IF INFORMATION PROVIDED IS INCOMPLETE, NON-RESPONSIVE, OR DOES NOT
CLEARLY ADDRESS EACH OF THE REQUIREMENTS INDIVIDUALLY AS REQUIRED.

RFS #	318.66-027		
STATE AGENCY NAME :	Department of Finance and Administration, Bureau of TennCare		
SERVICE CAPTION :	Managed Care Organization Services/Medically Necessary Health Care Services to the TennCare/Medicaid Population		
CONTRACT #	FA-02-14862-00	PROPOSED AMENDMENT #	15
CONTRACTOR :	UAHC Health Plan of Tennessee, Inc. (formerly Omni Health Plan)		
CONTRACT START DATE :	July 1, 2001		
CURRENT, LATEST POSSIBLE END DATE : (including ALL options to extend)	03/31/2008		
CURRENT MAXIMUM LIABILITY :	\$1,694,725,184.67		
LATEST POSSIBLE END DATE <u>WITH</u> PROPOSED AMENDMENT : (including ALL options to extend)	06/30/2008		
TOTAL MAXIMUM COST <u>WITH</u> PROPOSED AMENDMENT : (including ALL options to extend)	\$1,694,725,184.67		
APPROVAL CRITERIA : (select one)	<input checked="" type="checkbox"/> use of Non-Competitive Negotiation is in the best interest of the state <input type="checkbox"/> only one uniquely qualified service provider able to provide the service		
ADDITIONAL REQUIRED REQUEST DETAILS BELOW (address each item immediately following the requirement text)			
(1) description of the proposed additional service and amendment effects :			
At the request of the Fiscal Review Committee, the last amendment for this managed care company submitted for review resulted in the end date being pushed back three months from the original TennCare request, therefore, the purpose of this amendment is to extend the term date from March 31, 2008 to June 30, 2008. This amendment will allow the continuation of services to enrollees which are provided by this MCO to continue throughout the remainder of the fiscal year.			

(2) explanation of need for the proposed amendment :

This amendment is needed to make the above referenced term extension that will bring this MCO term in line with other current MCO contracts. No additional funding is required to support the additional period of time. Without this extension there would be no medical coverage for those enrollees who are currently covered by UAHHC Health Plan of Tennessee, Inc.

(3) name and address of the proposed contractor's principal owner(s) :
(not required if proposed contractor is a state education institution)

1769 Paragon Drive, Suite 100, Memphis, TN 38132

(4) documentation of OIR endorsement of the Non-Competitive procurement request :
(required only if the subject service involves information technology)

select one:



Documentation Not Applicable to this Request



Documentation Attached to this Request

(5) documentation of Department of Personnel endorsement of the Non-Competitive procurement request :
(required only if the subject service involves training for state employees)

select one:



Documentation Not Applicable to this Request



Documentation Attached to this Request

(6) description of procuring agency efforts to identify reasonable, competitive, procurement alternatives rather than to use non-competitive negotiation :

This Contractor is currently providing a network of services for the TennCare Program. This is an amendment to current contract.

(7) justification of why the F&A Commissioner should approve a Non-Competitive Amendment :

The Bureau of TennCare is modifying this MCO contract to extend the term for an additional three month period of time . This MCO contract provides necessary health care services to the TennCare/Medicaid Population. TennCare would greatly appreciate approval of this amendment by the Commissioner of F&A.

AGENCY HEAD REQUEST SIGNATURE:

(must be signed by the ACTUAL procuring agency head as detailed on the Signature Certification on file with OCR — signature by an authorized signatory will be accepted only in documented exigent circumstances)

SIGNATURE DATE

2/14/08

CONTRACT SUMMARY SHEET

RFS Number:	318.66-027	Contract Number:	FA-02-14862-15
State Agency:	Department of Finance and Administration	Division:	Bureau of TennCare

Contractor:	Contract Identification Number:
UAHC Health Plan of Tennessee, Inc. (formerly Omni Health Plan)	<input checked="" type="checkbox"/> V- 621547197 00 <input type="checkbox"/> C-

Service Description:
Managed Care Organization Services/Medically necessary Health Care Services to the TennCare/Medicaid Population

Contract Begin Date:	Contract End Date:
7/1/2001	6/30/2008

Allocation Code:	Cost Center:	Object Code:	Fund:	Grant:	Grant Code:	Subgrant Code:
318.66	4A0	134	11	<input type="checkbox"/> STARS		

FY	State Funds	Federal Funds	Interdepartmental Funds	Other Funding	Total Contract Amount (including ALL amendments)
2002	\$ 51,609,348.00	\$ 90,477,095.00			\$ 142,086,443.00
2003	\$ 78,601,400.00	\$ 135,928,600.00			\$ 214,530,000.00
2004	\$ 84,244,743.02	\$ 152,832,176.65			\$ 237,076,919.67
2005	\$ 99,190,700.00	\$ 168,619,800.00			\$ 267,810,500.00
2006	\$ 99,190,700.00	\$ 168,619,800.00			\$ 267,810,500.00
2007	\$ 111,308,479.00	\$ 204,102,343.00			\$ 315,410,822.00
2008	\$90,762,500.00	\$159,237,500.00			\$ 250,000,000.00
Total:	\$ 614,907,870.02	\$ 1,079,817,314.65			\$ 1,694,725,184.67

CPDA# 93.778 Title XIX Dept. of Health and Human Services	Check the box ONLY if the answer is YES:
--	---

State Fiscal Contact:	Is the Contractor a SUBRECIPIENT? (per OMB A-133)
Name: Scott Pierce Address: 310 Great Circle Road Phone: Nashville, TN (615)507-6415	Is the Contractor a Vendor? (per OMB A-133)
	Is the Fiscal Year Funding STRICTLY LIMITED?

Procuring Agency Budget Officer Approval Signature:	Is the Contractor on STARS?
Scott Pierce 	Is the Contractor's FORM W-9 ATTACHED?
	Is the Contractor's Form W-9 Filed with Accounts?

COMPLETE FOR ALL AMENDMENTS (only)			Funding Certification
END DATE	Base Contract & Prior Amendments	This Amendment ONLY	Pursuant to T.C.A., Section 9-6-113, I, M. D. Goetz, Jr., Commissioner of Finance and Administration, do hereby certify that there is a balance in the appropriation from which this obligation is required to be paid that is not otherwise encumbered to pay obligations previously incurred.
	3/31/2008	6/30/2008	
FY: 02	\$142,086,443.00		
FY: 03	\$214,530,000.00		
FY: 04	\$237,076,919.67		
FY: 05	\$267,810,500.00		
FY: 06	\$267,810,500.00		
FY: 07	\$315,410,822.00		
FY: 08	\$250,000,000.00		
Total	\$1,694,725,184.67		

AMENDMENT NUMBER 15

**AMENDED AND RESTATED CONTRACTOR RISK AGREEMENT
BETWEEN
THE STATE OF TENNESSEE,
d.b.a. TENNCARE
AND
UAHC HEALTH PLAN OF TENNESSEE, INC.,**

CONTRACT NUMBER: FA-02-14862-00

For and in consideration of the mutual promises herein contained and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the parties agree to clarify and/or amend the Amended and Restated Contractor Risk Agreement (CRA) by and between the State of Tennessee TennCare Bureau, hereinafter referred to as TENNCARE, and UAHC HEALTH PLAN OF TENNESSEE, INC., hereinafter referred to as the CONTRACTOR as specified below.

Titles and numbering of paragraphs used herein are for the purpose of facilitating use of reference only and shall not be construed to infer a contractual construction of language.

1. Section 4-28 shall be deleted and replaced as follows:

4-28. *Term of the Agreement*

This Agreement and its incorporated attachments, if any, as well as all Amendments to this Agreement, contain all of the terms and conditions agreed upon by the parties, and when executed by all parties, supersedes any prior agreements except as stated in Section 1-7. Unless a provision contained in this Amendment specifically indicates a different effective date, for purposes of the provisions contained herein, this Amendment shall be in effect from July 1, 2001, subject to approval by the U.S. Department of Health and Human Services, Centers for Medicare & Medicaid Services. The term of this Agreement shall expire on June 30, 2008 unless the CONTRACTOR or the State complies with Section 4-2.(f) regarding non-renewal or unless the State approves termination of the Agreement in accordance herewith. Said renewal shall be automatic and shall not require any notice or other action.

Notwithstanding any provision herein to the contrary, the State may terminate this Agreement if the waiver governing TennCare is terminated. The documents referenced in the Agreement are on file with the CONTRACTOR and with TENNCARE and the CONTRACTOR is aware of their content. No other agreement, oral or otherwise regarding the subject matter of this Agreement, shall be deemed to exist or to bind any of the parties hereto.

Amendment Number 14 (cont.)

All of the provisions of the original Agreement not specifically deleted or modified herein shall remain in full force and effect. Unless a provision contained in this Amendment specifically indicates a different effective date, for purposes of the provisions contained herein, this Amendment shall become effective April 1, 2008 or as of the date it is approved by the U.S. Department of Health and Human Services, Centers for Medicare & Medicaid Services.

IN WITNESS WHEREOF, the parties have by their duly authorized representatives set their signatures.

**STATE OF TENNESSEE
DEPARTMENT OF FINANCE
AND ADMINISTRATION**

UAHC HEALTH PLAN OF TENNESSEE, INC.

BY: _____
M. D. Goetz, Jr.
Commissioner

BY: _____
Stephanie Mebane Dowell
Chief Executive Officer

DATE: _____

DATE: _____

APPROVED BY:

APPROVED BY:

**STATE OF TENNESSEE
DEPARTMENT OF FINANCE
AND ADMINISTRATION**

**STATE OF TENNESSEE
COMPTROLLER OF THE TREASURY**

BY: _____
M. D. Goetz, Jr.
Commissioner

BY: _____
John G. Morgan
Comptroller

DATE: _____

DATE: _____

318.66-027

Department of Finance and Administration

FA-02-14862-14

Bureau of TennCare

UAHC Health Plan of Tennessee, Inc. (formerly Omni Health Plan)

☒ V-
☐ C-

621547197 00

Managed Care Organization Services/Medically necessary Health Care Services to the TennCare/Medicaid Population

7/1/2001

3/31/2008

318.66

4A0

134

11

☐ STARS

2002	\$ 51,609,348.00	\$ 90,477,095.00		\$ 142,086,443.00
2003	\$ 78,601,400.00	\$ 135,928,600.00		\$ 214,530,000.00
2004	\$ 84,244,743.02	\$ 152,832,176.65		\$ 237,076,919.67
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2007	\$ 111,308,479.00	\$ 204,102,343.00		\$ 315,410,822.00
2008	\$ 90,762,500.00	\$ 159,237,500.00		\$ 250,000,000.00
	\$ 614,907,870.02	\$ 1,079,817,314.65		\$ 1,694,725,184.67

93.778 Title XIX Dept. of Health and Human Services

Scott Pierce
310 Great Circle Road
Nashville, TN
(615)507-6415

Scott Pierce



	12/31/2007	3/31/2008
FY: 02	\$142,086,443.00	
FY: 03	\$214,530,000.00	
FY: 04	\$237,076,919.67	
FY: 05	\$267,810,500.00	
FY: 06	\$267,810,500.00	
FY: 07	\$315,410,822.00	
FY: 08	\$125,000,000.00	\$125,000,000.00
	\$1,569,725,184.67	\$125,000,000.00

Pursuant to T.C.A., Section 9-6-113, I, M. D. Goetz, Jr., Commissioner of Finance and Administration, do hereby certify that there is a balance in the appropriation from which this obligation is required to be paid that is not otherwise encumbered to pay obligations previously incurred.

RECEIVED
COMPTROLLER'S OFFICE
DEPT. OF
MANAGEMENT SERVICES

2007 DEC 26 PM 4:19

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JAN 04 2008

FISCAL REVIEW

AMENDMENT NUMBER 14

**AMENDED AND RESTATED CONTRACTOR RISK AGREEMENT
BETWEEN
THE STATE OF TENNESSEE,
d.b.a. TENNCARE
AND
UAHC HEALTH PLAN OF TENNESSEE, INC.,**

CONTRACT NUMBER: FA-02-14862-00

For and in consideration of the mutual promises herein contained and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the parties agree to clarify and/or amend the Amended and Restated Contractor Risk Agreement (CRA) by and between the State of Tennessee TennCare Bureau, hereinafter referred to as TENNCARE, and UAHC HEALTH PLAN OF TENNESSEE, INC., hereinafter referred to as the CONTRACTOR as specified below.

Titles and numbering of paragraphs used herein are for the purpose of facilitating use of reference only and shall not be construed to infer a contractual construction of language.

1. Section 3-10 shall be amended by adding a new 3-10.j which shall read as follows:

3-10.j. Maximum Liability

The maximum liability of the State under this Contract is increased to Two Hundred Fifty Million Dollars (\$250,000,000.00) for Fiscal Year 2008, with a new total Maximum Liability of One Billion Six Hundred Ninety-Four Million, Seven Hundred Twenty-Five Thousand, One Hundred Eighty-Four Dollars and Sixty Seven Cents (\$1,694,725,184.67).

2. Section 4-28 shall be deleted and replaced as follows:

4-28. *Term of the Agreement*

This Agreement and its incorporated attachments, if any, as well as all Amendments to this Agreement, contain all of the terms and conditions agreed upon by the parties, and when executed by all parties, supersedes any prior agreements except as stated in Section 1-7. Unless a provision contained in this Amendment specifically indicates a different effective date, for purposes of the provisions contained herein, this Amendment shall be in effect from July 1, 2001, subject to approval by the U.S. Department of Health and Human Services, Centers for Medicare & Medicaid Services. The term of this Agreement shall expire on March 31, 2008 unless the CONTRACTOR or the State complies with Section 4-2.(f) regarding non-renewal or unless the State approves termination of the Agreement in accordance herewith. Said renewal shall be automatic and shall not require any notice or other action.

Notwithstanding any provision herein to the contrary, the State may terminate this Agreement if the waiver governing TennCare is terminated. The documents referenced in the Agreement are on file with the CONTRACTOR and with TENNCARE and the CONTRACTOR is aware of their content. No other agreement, oral or otherwise regarding the subject matter of this Agreement, shall be deemed to exist or to bind any of the parties hereto.

Amendment Number 14 (cont.)

All of the provisions of the original Agreement not specifically deleted or modified herein shall remain in full force and effect. Unless a provision contained in this Amendment specifically indicates a different effective date, for purposes of the provisions contained herein, this Amendment shall become effective January 1, 2008 or as of the date it is approved by the U.S. Department of Health and Human Services, Centers for Medicare & Medicaid Services.

IN WITNESS WHEREOF, the parties have by their duly authorized representatives set their signatures.

STATE OF TENNESSEE
DEPARTMENT OF FINANCE
AND ADMINISTRATION

BY: M.D. Goetz Jr. / SA
M. D. Goetz, Jr.
Commissioner

DATE: 12/17/07

UAHC HEALTH PLAN OF TENNESSEE, INC.

BY: Stephanie Mebane Dowell
Stephanie Mebane Dowell
Chief Executive Officer

DATE: 12/14/2007

APPROVED BY:

STATE OF TENNESSEE
DEPARTMENT OF FINANCE
AND ADMINISTRATION

BY: M.D. Goetz Jr. / SA
M. D. Goetz, Jr.
Commissioner

DATE: 12/26/07

APPROVED BY:

STATE OF TENNESSEE
COMPTROLLER OF THE TREASURY

BY: John G. Morgan
John G. Morgan
Comptroller

DATE: 12/27/07



**GENERAL ASSEMBLY OF THE STATE OF TENNESSEE
FISCAL REVIEW COMMITTEE**

320 Sixth Avenue, North – 8th Floor
NASHVILLE, TENNESSEE 37243-0057
615-741-2564

Rep. Charles Curtiss, Chairman

Representatives

Curt Cobb	Donna Rowland
Curtis Johnson	David Shepard
Gerald McCormick	Curry Todd
Mary Pruitt	Eddie Yokley
Craig Fitzhugh, <i>ex officio</i>	
Speaker Jimmy Naifeh, <i>ex officio</i>	

Sen. Douglas Henry, Vice-Chairman

Senators

Doug Jackson	Reginald Tate
Bill Ketron	Jamie Woodson
Paul Stanley	
Randy McNally, <i>ex officio</i>	
Lt. Governor Ron Ramsey, <i>ex officio</i>	

M E M O R A N D U M

TO: The Honorable Dave Goetz, Commissioner
Department of Finance and Administration

FROM: Charles Curtiss, Chairman, Fiscal Review Committee
Bill Ketron, Chairman, Contract Services Subcommittee cc
BK

DATE: December 12, 2007

SUBJECT: **Contract Comments**
(Contract Services Subcommittee Meeting 12/11/07)

RFS# 318.66-027

Department: Finance & Administration/Bureau of TennCare

Contractor: UAHC Health Plan of TN, Inc. (formerly Omni Care)

Summary: This vendor is responsible for the provision of managed care services to the TennCare/Medicaid population. The proposed amendment extends the current contract an additional six months, through June 30, 2008, and increases the maximum liability by \$125,000,000.

Maximum liability: \$1,569,725,185

Maximum liability w/amendment: \$1,694,725,185

After review, the Fiscal Review Committee (FRC) voted to recommend approval of the proposed contract amendment subject to the following conditions: (1) the ending date of the contract as amended be shortened to March 31, 2008; (2) the Committee be provided with detailed information concerning the amount of excess funds for each TennCare contract from FY03 through FY07, as well as the specific disposition of those surplus funds; (3) modification of the amendment to add language increasing the maximum liability by \$125,000,000; and (4) that FRC be provided

notification of any expenditures that would exceed the budgeted amount for this contract in time for FRC to conduct a hearing prior to exceeding budgeted expenditures.

cc: Mr. Darin Gordon, Deputy Commissioner, Bureau of TennCare
Mr. Robert Barlow, Director, Office of Contracts Review



STATE OF TENNESSEE
BUREAU OF TENNCARE
310 Great Circle Road
NASHVILLE, TENNESSEE 37243

RECEIVED

DEC 04 2007

FISCAL REVIEW

November 30, 2007

Mr. Jim White, Director
Fiscal Review Committee
8th Floor, Rachel Jackson Bldg.
Nashville, TN 37243

Attention: Ms. Leni Chick

RE: Bureau of TennCare
Contract Amendment Submitted for Fiscal Review

Dear Mr. White:

The Department of Finance and Administration, Bureau of TennCare, is submitting for consideration by the Fiscal Review Committee amendment #14 to UAHC Health Plan of Tennessee, Inc., RFS 318.66-027. This Managed Care Organization (MCO) provides medical services to a large population of TennCare enrollees. In order to continue with the services currently being provided, this amendment extends the term of services for an additional six month period of time to coincide with the other current MCOs. Additionally, funding is being added to the contract to support this term extension.

The Bureau of TennCare would greatly appreciate the consideration and approval of this amendment by the Fiscal Review Committee.

Sincerely,

Scott Pierce
Chief Financial Officer

cc: Darin J. Gordon, Deputy Commissioner
Alma Chilton, Contract Coordinator

REQUEST: NON-COMPETITIVE AMENDMENT

APPROVED

Commissioner of Finance & Administration

Date:

Each of the request items below indicates specific information that must be individually detailed or addressed as required. A REQUEST CAN NOT BE CONSIDERED IF INFORMATION PROVIDED IS INCOMPLETE, NON-RESPONSIVE, OR DOES NOT CLEARLY ADDRESS EACH OF THE REQUIREMENTS INDIVIDUALLY AS REQUIRED.

RFS #	318.66-027		
STATE AGENCY NAME :	Department of Finance and Administration, Bureau of TennCare		
SERVICE CAPTION :	Managed Care Organization Services/Medically Necessary Health Care Services to the TennCare/Medicaid Population		
CONTRACT #	FA-02-14862-00	PROPOSED AMENDMENT #	14
CONTRACTOR :	UAHC Health Plan of Tennessee, Inc. (formerly Omni Health Plan)		
CONTRACT START DATE :	July 1, 2001		
CURRENT, LATEST POSSIBLE END DATE : (including ALL options to extend)	12/31/2007		
CURRENT MAXIMUM LIABILITY :	\$1,569,725,184.67		
LATEST POSSIBLE END DATE <u>WITH</u> PROPOSED AMENDMENT : (including ALL options to extend)	06/30/2008		
TOTAL MAXIMUM COST <u>WITH</u> PROPOSED AMENDMENT : (including ALL options to extend)	\$1,694,725,184.67		
APPROVAL CRITERIA : (select one)	<input checked="" type="checkbox"/> use of Non-Competitive Negotiation is in the best interest of the state <input type="checkbox"/> only one uniquely qualified service provider able to provide the service		
ADDITIONAL REQUIRED REQUEST DETAILS BELOW (address each item immediately following the requirement text)			
(1) description of the proposed additional service and amendment effects :			
This amendment extends the term date from December 31, 2007 to June 30, 2008 as well as provides funding to support the six month term extension.			
(2) explanation of need for the proposed amendment :			

This amendment is needed to make the above referenced term extension that will bring this MCO term in line with other current MCO contracts. Additional funding is required to support the additional period of time. Without this extension there would be no medical coverage for those enrollees who are currently covered by UAH Health Plan of Tennessee, Inc.

(3) name and address of the proposed contractor's principal owner(s) :
(not required if proposed contractor is a state education institution)

1769 Paragon Drive, Suite 100, Memphis, TN 38132

(4) documentation of OIR endorsement of the Non-Competitive procurement request :
(required only if the subject service involves information technology)

select one:



Documentation Not Applicable to this Request



Documentation Attached to this Request

(5) documentation of Department of Personnel endorsement of the Non-Competitive procurement request :
(required only if the subject service involves training for state employees)

select one:



Documentation Not Applicable to this Request



Documentation Attached to this Request

(6) description of procuring agency efforts to identify reasonable, competitive, procurement alternatives rather than to use non-competitive negotiation :

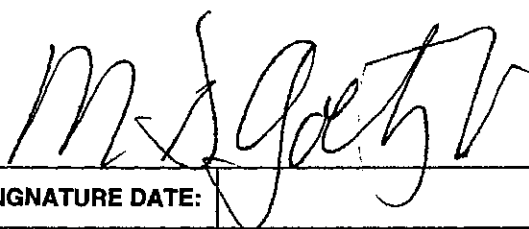
This Contractor is currently providing a network of services for the TennCare Program. This is an amendment to current contract.

(7) justification of why the F&A Commissioner should approve a Non-Competitive Amendment :

The Bureau of TennCare is modifying this MCO contract to extend the term for an additional six month period of time and add funding to support this term extension. This MCO contract provides necessary health care services to the TennCare/Medicaid Population. TennCare would greatly appreciate approval of this amendment by the Commissioner of F&A.

AGENCY HEAD REQUEST SIGNATURE:

(must be signed by the ACTUAL procuring agency head as detailed on the Signature Certification on file with OCR — signature by an authorized signatory will be accepted only in documented exigent circumstances)



SIGNATURE DATE:

CONTRACT SUMMARY SHEET

FE Number	318.66-027	Contract Number	FA-02-14862-14
State Agency	Department of Finance and Administration	Division	Bureau of TennCare

Contract Description	JAHC Health Plan of Tennessee, Inc. (formerly Omni Health Plan)	Contract Type	<input checked="" type="checkbox"/> V- <input type="checkbox"/> C-	Contract Value	621547197 00
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Managed Care Organization Services/Medically necessary Health Care Services to the TennCare/Medicaid Population

Contract Start Date	7/1/2001	Contract End Date	6/30/2008
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Allocation Code	Obj Code	Object Code	Fund	Grant	Grant Code	Subgrant Code
318.66	4A0	134	11	<input type="checkbox"/> STARS		
Year	State Funds	Federal Funds	Non-Federal Funds	Other Funds	Total Contract Amount (including all amendments)	
2002	\$ 51,609,348.00	\$ 90,477,095.00			\$ 142,086,443.00	
2003	\$ 78,601,400.00	\$ 135,928,600.00			\$ 214,530,000.00	
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Total	\$ 614,907,870.02	\$ 1,079,817,314.65			\$ 1,694,725,184.67	

CFDA#	93.778 Title XIX Dept. of Health and Human Services	Contract Description ONLY (Please answer YES/NO)
Contract Fiscal Contact		Is the Contract a State Contract? YES/NO
Contract Manager	Scott Pierce 310 Great Circle Road Nashville, TN (615)507-6415	Is the Contract a Federal Contract? YES/NO
Procurement Agency Budget Officer Approval Signature		Is the Contract a Non-Federal Contract? YES/NO

Scott Pierce 

COMPLETE FOR ALL AMENDMENTS (ONLY)			Funding Certification	
END DATE	Base Contract Price	This Amendment ONLY	Pursuant to T.C.A., Section 9-6-113, I, M. D. Goetz, Jr., Commissioner of Finance and Administration, do hereby certify that there is a balance in the appropriation from which this obligation is required to be paid that is not otherwise encumbered to pay obligations previously incurred.	
Y: 02	\$142,086,443.00			
Y: 03	\$214,530,000.00			
Y: 04	\$237,076,919.67			
Y: 05	\$267,810,500.00			
Y: 06	\$267,810,500.00			
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Total	\$1,569,725,184.67	\$125,000,000.00		

AMENDMENT NUMBER 14

**AMENDED AND RESTATED CONTRACTOR RISK AGREEMENT
BETWEEN
THE STATE OF TENNESSEE,
d.b.a. TENNCARE
AND
UAHC HEALTH PLAN OF TENNESSEE, INC.,**

CONTRACT NUMBER: FA-02-14862-00

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4-28. *Term of the Agreement*

This Agreement and its incorporated attachments, if any, as well as all Amendments to this Agreement, contain all of the terms and conditions agreed upon by the parties, and when executed by all parties, supersedes any prior agreements except as stated in Section 1-7. Unless a provision contained in this Amendment specifically indicates a different effective date, for purposes of the provisions contained herein, this Amendment shall be in effect from July 1, 2001, subject to approval by the U.S. Department of Health and Human Services, Centers for Medicare & Medicaid Services. The term of this Agreement shall expire on June 30, 2008 unless the CONTRACTOR or the State complies with Section 4-2.(f) regarding non-renewal or unless the State approves termination of the Agreement in accordance herewith. Said renewal shall be automatic and shall not require any notice or other action.

Notwithstanding any provision herein to the contrary, the State may terminate this Agreement if the waiver governing TennCare is terminated. The documents referenced in the Agreement are on file with the CONTRACTOR and with TENNCARE and the CONTRACTOR is aware of their content. No other agreement, oral or otherwise regarding the subject matter of this Agreement, shall be deemed to exist or to bind any of the parties hereto.

Amendment Number 14 (cont.)

All of the provisions of the original Agreement not specifically deleted or modified herein shall remain in full force and effect. Unless a provision contained in this Amendment specifically indicates a different effective date, for purposes of the provisions contained herein, this Amendment shall become effective January 1, 2008 or as of the date it is approved by the U.S. Department of Health and Human Services, Centers for Medicare & Medicaid Services.

IN WITNESS WHEREOF, the parties have by their duly authorized representatives set their signatures.

**STATE OF TENNESSEE
DEPARTMENT OF FINANCE
AND ADMINISTRATION**

UAHC HEALTH PLAN OF TENNESSEE, INC.

BY: _____
M. D. Goetz, Jr.
Commissioner

BY: _____
Stephanie Mebane Dowell
Chief Executive Officer

DATE: _____

DATE: _____

APPROVED BY:

APPROVED BY:

**STATE OF TENNESSEE
DEPARTMENT OF FINANCE
AND ADMINISTRATION**

**STATE OF TENNESSEE
COMPTROLLER OF THE TREASURY**

BY: _____
M. D. Goetz, Jr.
Commissioner

BY: _____
John G. Morgan
Comptroller

DATE: _____

DATE: _____



**GENERAL ASSEMBLY OF THE STATE OF TENNESSEE
FISCAL REVIEW COMMITTEE**

320 Sixth Avenue, North - 8th Floor
NASHVILLE, TENNESSEE 37243-0057
615-741-2564

Rep. Charles Curtiss, Chairman

Representatives

Curt Cobb
Curtis Johnson
Gerald McCormick
Mary Pruitt
Craig Fitzhugh, *ex officio*
Speaker Jimmy Naifeh, *ex officio*
Donna Rowland
David Shepard
Curry Todd
Eddie Yokley

Sen. Douglas Henry, Vice-Chairman

Senators

Doug Jackson
Bill Ketron
Paul Stanley
Randy McNally, *ex officio*
Lt. Governor Ron Ramsey, *ex officio*
Reginald Tate
Jamie Woodson

MEMORANDUM

TO: The Honorable Dave Goetz, Commissioner
Department of Finance and Administration

FROM: Charles Curtiss, Chairman, Fiscal Review Committee
Bill Ketron, Chairman, Contract Services Subcommittee cc
BK

DATE: May 22, 2007

SUBJECT: **Contract Comments**
(Contract Services Subcommittee Meeting 5/21/07)

RFS# 318.66-027

Department: Finance & Administration/Bureau of TennCare

Contractor: UAHC of Tennessee (formerly Omni Health Plan)

Summary: The vendor currently provides managed care services to the TennCare/Medicaid population. This amendment includes language to be consistent with the National Provider Identification requirements, Network Adequacy Language, and NCQA requirements. The amendment extends the current contract for one additional year, effective through December 31, 2007, and increases the maximum liability by \$125,000,000.

Maximum liability: \$1,444,725,185

Maximum liability with amendment: \$1,569,725,185

After review, the Fiscal Review Committee voted to recommend approval of the contract amendment.

cc: Mr. Darin Gordon, Deputy Commissioner, Bureau of TennCare
Mr. Robert Barlow, Director, Office of Contracts Review



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MAY 14 2007

FISCAL REVIEW

STATE OF TENNESSEE
BUREAU OF TENNCARE
310 Great Circle Road
NASHVILLE, TENNESSEE 37243

May 7, 2007

Mr. Jim White, Director
Fiscal Review Committee
8th Floor, Rachel Jackson Bldg.
Nashville, TN 37243

Attention: Ms. Leni Chick

RE: Bureau of TennCare
Contracts Submitted for Fiscal Review

Dear Mr. White:

The Department of Finance and Administration, Bureau of TennCare, is submitting for consideration by the Fiscal Review Committee amendment #2 to QSource Center for HealthCare Quality, RFS 318.65-205. This competitively bid contract is being amended to strengthen reporting requirements and timelines. There is no term extension or additional funding associated with this amendment.

Additionally, the Managed Care Organizations for West and East Tennessee are being amended to provide the following modifications to current MCO language: (1) Clarify National Provider Identification (NPI) requirement consistent with CMS requirements; (2) Revise Network Adequacy Language to be consistent with Middle TN CRA; (3) Revise Department of Education language to be consistent with current policies for coordination with Department of Education, Project Teach and school based providers; (4) Clarify LEP provisions and Teen Newsletter requirement; (5) Modify reporting relative to PCP and emergency room visits, emergency department utilization, disease management and case management, nurse triage 24/7 line, remove Quality Improvement Activity (QIA) Grid due to NCAQ Accreditation being achieved, and NCQA Reports; (6) Add language for consistency with NCQA requirements; (7) Revise risk target evaluation periods from quarterly to annual, revise and clarify methodology for Targets and Bonus potential; (8) Extend term of agreement through June 30, 2008 to align with State Fiscal Year and add funding to support extension of term, and (9) Housekeeping revisions made for consistency throughout the Agreement.

The Managed Care Organizations for Middle Tennessee are being amended to includes the following modifications: (1) Clarify National Provider Identification (NPI) requirements consistent with CMS requirements; (2) Revise language to be consistent with current policies for coordination with Department of Education, Project Teach and school based providers; (3) Clarify LEP provisions and Teen Newsletter requirements; (4) Modify reporting as it relates to PCP and emergency room visits; emergency department utilization, disease management and case management, nurse triage 24/7 line, and NCQA Reports; (5) Add language for consistency

with NCQA requirements, and (6) Housekeeping revisions made for consistency throughout the agreement.

The three Behavioral Health Organizations (BHOs) are being amended to provide the following modifications to BHO language: (1) Clarifies National Provider Identification (NPI) requirements consistent with CMS requirements; (2) Revise language to be consistent with current policies for coordination with Department of Education, Project Teach and school based providers; (3) Clarifies LEP provisions and Teen Newsletter requirement; (4) Strengthens reporting as it relates to case management services, inpatient reports, payment for out of plan emergency providers, cost and utilization, and satisfaction and outcome performance measures; (5) Clarifies language to require all provider agreements be approved in advance by TDCI; (6) Modification of mandatory evaluation time language to be consistent with Tennessee Code Annotated §33-7-303(b); (7) Extends the term of the contract for an additional year and provides funding to support term extension, and (8) Housekeeping revisions made for consistency throughout the agreement.

The Bureau of TennCare would greatly appreciate the consideration and approval of these amendments by the Fiscal Review Committee.

Sincerely,

A handwritten signature in black ink, appearing to read "Scott Pierce", followed by a long horizontal line extending to the right.

Scott Pierce
Chief Financial Officer

cc: Darin J. Gordon, Deputy Commissioner
Alma Chilton

REQUEST: NON-COMPETITIVE AMENDMENT

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MAY 14 2007

FISCAL REVIEW

APPROVED

Commissioner of Finance & Administration

Date:

Each of the request items below indicates specific information that must be individually detailed or addressed as required.
A REQUEST CAN NOT BE CONSIDERED IF INFORMATION PROVIDED IS INCOMPLETE, NON-RESPONSIVE, OR DOES NOT
CLEARLY ADDRESS EACH OF THE REQUIREMENTS INDIVIDUALLY AS REQUIRED.

RFS #	318.66-027		
STATE AGENCY NAME :	Department of Finance and Administration, Bureau of TennCare		
SERVICE CAPTION :	Managed Care Organization Services/Medically Necessary Health Care Services to the TennCare/Medicaid Population		
CONTRACT #	FA-02-14862-00	PROPOSED AMENDMENT #	13
CONTRACTOR :	UAHC of Tennessee (formerly Omni Health Plan)		
CONTRACT START DATE :	July 1, 2001		
CURRENT, LATEST POSSIBLE END DATE : (including ALL options to extend)	06/30/2007		
CURRENT MAXIMUM LIABILITY :	\$1,444,725,184.67		
LATEST POSSIBLE END DATE WITH PROPOSED AMENDMENT : (including ALL options to extend)	12/31/2007		
TOTAL MAXIMUM COST WITH PROPOSED AMENDMENT : (including ALL options to extend)	\$1,569,725,184.67		
APPROVAL CRITERIA : (select one)	<input checked="" type="checkbox"/> use of Non-Competitive Negotiation is in the best interest of the state <input type="checkbox"/> only one uniquely qualified service provider able to provide the service		
ADDITIONAL REQUIRED REQUEST DETAILS BELOW (address each item immediately following the requirement text)			
(1) description of the proposed additional service and amendment effects :			

This amendment provides the following modifications to current MCO language: This amendment provides the following modifications to current MCO language: (1) Clarify National Provider Identification (NPI) requirement consistent with CMS requirements; (2) Revise Network Adequacy Language to be consistent with Middle TN CRA; (3) Revise Department of Education language to be consistent with current policies for coordination with Department of Education, Project Teach and school based providers; (4) Clarify LEP provisions and Teen Newsletter requirement; (5) Modify reporting relative to PCP and emergency room visits, emergency department utilization, disease management and case management, nurse triage 24/7 line, remove Quality Improvement Activity (QIA) Grid due to NCAQ Accreditation being achieved, and NCQA Reports; (6) Add language for consistency with NCQA requirements; (7) Revise risk target evaluation periods from quarterly to annual, revise and clarify methodology for Targets and Bonus potential; (8) Extend term of agreement through December 31, 2007 to align with State Fiscal Year and add funding to support extension of term, and (9) Housekeeping revisions made for consistency throughout the Agreement..

(2) explanation of need for the proposed amendment

This amendment is needed to make above modifications as well as provide funding for additional term extension.

(3) name and address of the proposed contractor's principal owner(s)
(not required if proposed contractor is a state education institution)

1769 Paragon Drive, Suite 100, Memphis, TN 38132

(4) documentation of OIR endorsement of the Non-Competitive procurement request
(required only if the subject service involves information technology)

select one:



Documentation Not Applicable to this Request



Documentation Attached to this Request

(5) documentation of Department of Personnel endorsement of the Non-Competitive procurement request
(required only if the subject service involves training for state employees)

select one:



Documentation Not Applicable to this Request



Documentation Attached to this Request

(6) description of procuring agency efforts to identify reasonable, competitive, procurement alternatives rather than to use non-competitive negotiation

This Contractor is currently providing a network of services for the TennCare Program. This is an amendment to current contract.

(7) justification of why the F&A Commissioner should approve a Non-Competitive Amendment

The Bureau of TennCare is currently modifying all of the MCO contracts to provide specific language changes for clarity and compliance with Fiscal Review as well as CMS. These MCO contracts provide necessary Health Care Services to the TennCare/Medicaid Population and TennCare would greatly appreciate approval of this amendment by the Commissioner of F&A.

AGENCY HEAD REQUEST SIGNATURE

(must be signed by the ACTUAL procuring agency head as detailed on the Signature Certification on file with OCR — signature by an authorized signatory will be accepted only in documented exigent circumstances)

SIGNATURE DATE

5/11/07

CONTRACT SUMMARY SHEET

RES Number	318.66-027	Contract Number	FA-02-14862-13
State Agency	Department of Finance and Administration	Division	Bureau of TennCare


Contractor	Contract Identification Number
UAHC Health Plan of Tennessee, Inc. (formerly Omni Health Plan)	<input checked="" type="checkbox"/> V- <input type="checkbox"/> C- 621547197 00

Service Description
Managed Care Organization Services/Medically necessary Health Care Services to the TennCare/Medicaid Population

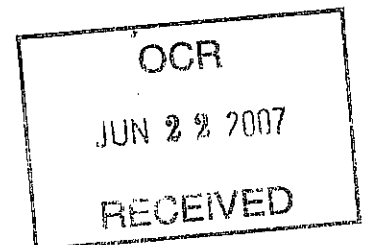
Contract Begin Date	Contract End Date
7/1/2001	12/31/2007

Allocation Code	Cost Center	Object Code	Fund	Grant	Grant Code	Subgrant Code
318.66	4A0	134	11	<input type="checkbox"/> STARS		
FY	State Funds	Federal Funds	Interdepartmental Funds	Other Funding	Total Contract Amount (including ALL amendments)	
2002	\$ 51,609,348.00	\$ 90,477,095.00			\$	142,086,443.00
2003	\$ 78,601,400.00	\$ 135,928,600.00			\$	214,530,000.00
2004	\$ 84,244,743.02	\$ 152,832,176.65			\$	237,076,919.67
2005	\$ 99,190,700.00	\$ 168,619,800.00			\$	267,810,500.00
2006	\$ 99,190,700.00	\$ 168,619,800.00			\$	267,810,500.00
2007	\$ 111,308,479.00	\$ 204,102,343.00			\$	315,410,822.00
2008	\$45,381,250.00	\$79,618,750.00			\$	125,000,000.00
Total	\$ 569,526,620.02	\$ 1,000,198,564.65			\$	1,569,725,184.67

CFDA#	93.778 Title XIX Dept. of Health and Human Services	State Fiscal Contract	Is the Contractor a SUBRECIPIENT? (per OMB A-133)
Name	Scott Pierce	Is the Contractor a Vendor? (per OMB A-133)	
Address	310 Great Circle Road	Is the Fiscal Year Funding STRICTLY LIMITED?	
Phone	Nashville, TN (615)507-6415	Is the Contractor on STARS?	

Procuring Agency Budget Officer Approval Signature	Is the Contractor's FORM W-9 ATTACHED?
Scott Pierce 	Is the Contractor's Form W-9 Filed with Accountant?

COMPLETE FOR ALL AMENDMENTS (ONLY)			Funding Certification
END DATE	Base Contract Prior Amendments	This Amendment ONLY	Pursuant to T.C.A., Section 9-6-113, I, M. D. Goetz, Jr., Commissioner of Finance and Administration, do hereby certify that there is a balance in the appropriation from which this obligation is required to be paid that is not otherwise encumbered to pay obligations previously incurred.
	6/30/2007	12/31/2007	
FY: 02	\$142,086,443.00		
FY: 03	\$214,530,000.00		
FY: 04	\$237,076,919.67		
FY: 05	\$267,810,500.00		
FY: 06	\$267,810,500.00		
FY: 07	\$315,410,822.00		
FY: 08		\$125,000,000.00	
Total	\$1,444,725,184.67	\$125,000,000.00	



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FISCAL REVIEW

CONTRACT SUMMARY SHEET


RF# Number:	318.66-027	Contract Number:	FA-02-14862-12
State Agency:	Department of Finance and Administration	Division:	Bureau of TennCare
Contractor:		Contract Identification Number:	
UAHC Health Plan of Tennessee, Inc. (formerly Omni Health Plan)		<input type="checkbox"/> V- <input type="checkbox"/> C-	

Service Description:
Managed Care Organization Services/Medically necessary Health Care Services to the TennCare/Medicaid Population

Contract Begin Date:	Contract End Date:
7/1/2001	6/30/2007

Allotment Code	Cost Center	Object Code	Fund	Grant	Grant Code	Subgrant Code
318.66	4A0	134	11	<input type="checkbox"/> STARS		
FY	State Funds	Federal Funds	Interdepartmental Funds	Other Funding	Total Contract Amount (including ALL Amendments)	
2002	\$ 51,609,348.00	\$ 90,477,095.00			\$	142,086,443.00
2003	\$ 78,601,400.00	\$ 135,928,600.00			\$	214,530,000.00
2004	\$ 84,244,743.02	\$ 152,832,176.65			\$	237,076,919.67
2005	\$ 99,190,700.00	\$ 168,619,800.00			\$	267,810,500.00
2006	\$ 99,190,700.00	\$ 168,619,800.00			\$	267,810,500.00
2007	\$ 111,308,479.00	\$ 204,102,343.00			\$	315,410,822.00
Total	\$ 524,145,370.02	\$ 920,579,814.65			\$	1,444,725,184.67

CFDA#	93.778 Title XIX Dept. of Health and Human Services	Check the box ONLY if the answer is YES:
-------	---	--

State Fiscal Contract		Is the Contractor a SUBRECIPIENT? (per OMB A-133)
Name:	Scott Pierce	Is the Contractor a Vendor? (per OMB A-133)
Address:	310 Great Circle Road	Is the Fiscal Year Funding STRICTLY LIMITED?
Phone:	Nashville, TN (615)507-6415	Is the Contractor on STARS?
Procuring Agency Budget Officer Approval Signature:		Is the Contractor's FORM W-9 ATTACHED?
Scott Pierce 		Is the Contractor's Form W-9 Filed with Accounts?

COMPLETE FOR ALL AMENDMENTS (only)			Funding Certification	
	Base Contract & Prior Amendments	This Amendment ONLY	Pursuant to T.C.A., Section 9-6-113, I, M. D. Goetz, Jr., Commissioner of Finance and Administration, do hereby certify that there is a balance in the appropriation from which this obligation is required to be paid that is not otherwise encumbered to pay obligations previously incurred.	
END DATE	12/31/2006	6/30/2007		
FY: 02	\$142,086,443.00			
FY: 03	\$214,530,000.00			
FY: 04	\$237,076,919.67			
FY: 05	\$267,810,500.00			
FY: 06	\$267,810,500.00			
FY: 07	\$157,705,411.00	\$157,705,411.00		
Total	\$1,287,019,773.67	\$157,705,411.00		

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FISCAL REVIEW

MANAGEMENT SERVICES
OFFICE OF
COMPTROLLER'S OFFICE

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CONTRACT SUMMARY SHEET

RES Number	318.66-027	Contract Number	FA-02-14862-11
State Agency	Department of Finance and Administration	Division	Bureau of TennCare

Contractor	Contract Identification Number
UAHC Health Plan of Tennessee, Inc. (formerly Omni Health Plan)	<input type="checkbox"/> V- <input type="checkbox"/> C-


Service Description
Managed Care Organization Services/Medically necessary Health Care Services to the TennCare/Medicaid Population

Contract Begin Date	Contract End Date
7/1/2001	12/31/2006

Allotment Code	Cost Center	Object Code	Fund	Grant	Grant Code	Subgrant Code
318.66	4A0	134	11	<input type="checkbox"/> STARS		
FY	State Funds	Federal Funds	Interdepartmental Funds	Other Funding	Total Contract Amount (including AFL amendments)	
2002	\$ 51,609,348.00	\$ 90,477,095.00			\$	142,086,443.00
2003	\$ 78,601,400.00	\$ 135,928,600.00			\$	214,530,000.00
2004	\$ 84,244,743.02	\$ 152,832,176.65			\$	237,076,919.67
2005	\$ 99,190,700.00	\$ 168,619,800.00			\$	267,810,500.00
2006	\$ 99,190,700.00	\$ 168,619,800.00			\$	267,810,500.00
2007	\$ 55,654,241.00	\$ 102,051,170.00			\$	157,705,411.00
Total	\$ 468,491,132.02	\$ 818,528,641.65			\$	1,287,019,773.67

CFDA#	93.778 Title XIX Dept. of Health and Human Services	Check the box ONLY if the answer is YES:
-------	---	--

State Fiscal Contact	Is the Contractor a SUBRECIPIENT? (per OMB A-133)
Name: Scott Pierce	Is the Contractor a Vendor? (per OMB A-133)
Address: 310 Great Circle Road	Is the Fiscal Year Funding STRICTLY LIMITED?
Phone: Nashville, TN (615)507-6415	

Procuring Agency Budget Officer Approval Signature	Is the Contractor on STARS?
Scott Pierce 	Is the Contractor's FORM W-9 ATTACHED?
	Is the Contractor's Form W-9 filed with Accounts?

COMPLETE FOR ALL AMENDMENTS (only)			Funding Certification
	Base Contract & Prior Amendments	This Amendment ONLY	Pursuant to T.C.A., Section 9-6-113, I, M. D. Goetz, Jr., Commissioner of Finance and Administration, do hereby certify that there is a balance in the appropriation from which this obligation is required to be paid that is not otherwise encumbered to pay obligations previously incurred.
END DATE:	6/30/2006	12/31/2006	
FY: 02	\$142,086,443.00		
FY: 03	\$214,530,000.00		
FY: 04	\$237,076,919.67		
FY: 05	\$267,810,500.00		
FY: 06	\$267,810,500.00		
FY: 07		\$157,705,411.00	
Total	\$1,129,314,362.67	\$157,705,411.00	

CONTRACT SUMMARY SHEET

318.66-027

Contract Number: FA-02-14862-10

Department of Finance and Administration

Division: Bureau of TennCare

Contractor: UAH Health Plan of Tennessee, Inc. (formerly Omni Health Plan)

☐ V-
☐ C-

Contract Identification Number

Service Description: Managed Care Organization Services/Medically necessary Health Care Services to the TennCare/Medicaid Population

Contract Begin Date: 7/1/2001 Contract End Date: 6/30/2006

Allocation Code	Cost Center	Object Code	Fund	Grant	Grant Code	Subgrant Code
318.66	410	134	11	<input type="checkbox"/> STARS		
	State Funds	Federal Funds	Interdepartmental Funds	Other Funding	Total Contract Amount (including All amendments)	
2002	\$ 51,609,348.00	\$ 90,477,095.00			\$	142,086,443.00
2003	\$ 78,601,400.00	\$ 135,928,600.00			\$	214,530,000.00
2004	\$ 84,244,743.02	\$ 152,832,176.65			\$	237,076,919.67
2005	\$ 99,190,700.00	\$ 168,619,800.00			\$	267,810,500.00
2006	\$ 99,190,700.00	\$ 168,619,800.00			\$	267,810,500.00
Total	\$ 412,836,891.02	\$ 716,477,471.65			\$	1,129,314,362.67

ICF/DAW: 93.778 Title XIX Dept. of Health and Human Services

State Fiscal Contract: Scott Pierce
310 Great Circle Road
Nashville, TN
(615)507-6415

Procuring Agency/Budget Officer Approval Signature: Scott Pierce

COMPLETE FOR ALL AMENDMENTS (only)		
END DATE	Base Contract & Prior Amendments	This Amendment ONLY
	6/30/2006	
FY: 02	\$142,086,443.00	
FY: 03	\$214,530,000.00	
FY: 04	\$237,076,919.67	
FY: 05	\$267,810,500.00	
FY: 06	\$267,810,500.00	
FY: 07		
Total	\$1,129,314,362.67	

Check the box ONLY if true/yes/no, YES

- ☐ Is the Contractor a SUBRECIPIENT (per OMB A-135)?
- ☐ Is the Contractor a Vendor (per OMB A-135)?
- ☐ Is the Fiscal Year Funding STRICTLY LIMITED?
- ☐ Is the Contractor on STARS?
- ☐ Is the Contractor's FORM 990 ATTACHED?
- ☐ Is the Contractor's FORM 990 Filed with Accounts?

Funding Certification: Pursuant to T.C.A., Section 9-6-113, I, M. D. Goetz, Jr., Commissioner of Finance and Administration, do hereby certify that there is a balance in the appropriation from which this obligation is required to be paid that is not otherwise encumbered to pay obligations previously incurred.

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FISCAL REVIEW

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CONTRACT SUMMARY SHEET

Contract Number	318.66-027	Contract Number	FA-02-14862-09
State Agency	Department of Finance and Administration	Division	Bureau of TennCare
Contractor	UAHC Health Plan of Tennessee, Inc. (formerly Omni Health Plan)		
		<input type="checkbox"/> V- <input type="checkbox"/> C-	

Service Description: Managed Care Organization Services/Medically necessary Health Care Services to the TennCare/Medicaid Population

Contract Begin Date	7/1/2001	Contract End Date	6/30/2006
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Allegation Code	Cost Center	Object Code	Fund	Grant	Grant Code	Subgrant Code
318.66	410	134	11	<input type="checkbox"/> STARS		
FY	State Funds	Federal Funds	Interdepartmental Funds	Other Funding	Total Contract Amount (including All Amendments)	
2002	\$ 51,609,348.00	\$ 90,477,095.00			\$	142,086,443.00
2003	\$ 78,601,400.00	\$ 135,928,600.00			\$	214,530,000.00
2004	\$ 84,244,743.02	\$ 152,832,176.65			\$	237,076,919.67
2005	\$ 99,190,700.00	\$ 168,619,800.00			\$	267,810,500.00
2006	\$ 99,190,700.00	\$ 168,619,800.00			\$	267,810,500.00
Total	\$ 412,836,891.02	\$ 716,477,471.65			\$	1,129,314,362.67

State Fiscal Contract	93.778 Title XIX Dept. of Health and Human Services	Check the box ONLY if the answer is YES
Address	Scott Pierce 310 Great Circle Road Nashville, TN (615)507-6415	Is the Contractor a SUBRECIPIENT? (per OMB A-133)
Phone		Is the Contractor a Vendor? (per OMB A-133)
Procuring Agency Budget Officer Approval Signature	Scott Pierce	Is the Fiscal Year Funding STRICTLY LIMITED?
		Is the Contractor STARS?
		Is the Contractor FORM W-9 ATTACHED?
		Is the Contractor's Form W-9 Filed with Accounts?

COMPLETE FOR ALL AMENDMENTS (only)			Funding Certification	
END DATE	Base Contract & Prior Amendments	This Amendment ONLY	Pursuant to T.C.A., Section 9-6-113, I, M. D. Goetz, Jr., Commissioner of Finance and Administration, do hereby certify that there is a balance in the appropriation from which this obligation is required to be paid that is not otherwise encumbered to pay obligations previously incurred.	
	12/31/2006	6/30/2006		
FY: 02	\$142,086,443.00			
FY: 03	\$214,530,000.00			
FY: 04	\$237,076,919.67			
FY: 05	\$267,810,500.00			
FY: 06	\$267,810,500.00			
FY: 07	\$133,905,250.00	-\$133,905,250.00		
Total	\$1,263,219,612.67	-\$133,905,250.00		

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JAN 09 2006

FISCAL REVIEW

MANAGEMENT SERVICES
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DEC 27 2005

Office of Contracts Review

318.66-027

FA-02-14862-08

Department of Finance and Administration

Bureau of TennCare

UAHC Health Plan of Tennessee, Inc. (formerly Omni Health Plan)

☐ V-
☐ C-

Managed Care Organization Services/Medically necessary Health Care Services to the TennCare/Medicaid Population

7/1/2001

12/31/2006

318.66	410	134	11	<input type="checkbox"/> STARS		
2002	\$ 51,609,348.00	\$ 90,477,095.00			\$	142,086,443.00
2003	\$ 78,601,400.00	\$ 135,928,600.00			\$	214,530,000.00
2004	\$ 84,244,743.02	\$ 152,832,176.65			\$	237,076,919.67
2005	\$ 99,190,700.00	\$ 168,619,800.00			\$	267,810,500.00
2006	\$ 99,190,700.00	\$ 168,619,800.00			\$	267,810,500.00
2007	\$ 47,258,550.00	\$ 86,646,700.00			\$	133,905,250.00
	\$ 460,095,441.02	\$ 803,124,171.65			\$	1,263,219,612.67

93.778 Title XIX Dept. of Health and Human Services

Scott Pierce
 729 Church Street
 Nashville, TN
 (615)532-1362

Scott Pierce

	12/31/2006
FY: 02	\$142,086,443.00
FY: 03	\$214,530,000.00
FY: 04	\$237,076,919.67
FY: 05	\$267,810,500.00
FY: 06	\$267,810,500.00
FY: 07	\$133,905,250.00
	\$1,263,219,612.67

Pursuant to T.C.A., Section 9-6-113, I, M. D. Goetz, Jr.,
 Commissioner of Finance and Administration, do hereby certify that
 there is a balance in the appropriation from which this obligation is
 required to be paid that is not otherwise encumbered to pay
 obligations previously incurred.

318.66-027

Department of Finance and Administration

FA-02-14852-07

Bureau of TennCare

OMNICARE HEALTHPLAN, INC

☐ V-
☐ C-

Managed Care Organization Services/Medically necessary Health Care Services to the TennCare/Medicaid Population

7/1/2001

12/31/2008

318.66

410

134

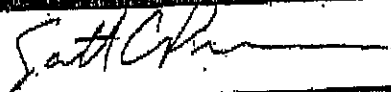
11

☐ STARS

				\$	142,086,443.00
2002	\$ 51,608,348.00	\$ 80,477,095.00		\$	214,530,000.00
2003	\$ 78,801,400.00	\$ 135,828,600.00		\$	237,078,919.67
2004	\$ 84,244,743.02	\$ 152,832,176.65		\$	267,810,500.00
2005	\$ 98,190,700.00	\$ 168,819,800.00		\$	287,810,500.00
2006	\$ 98,190,700.00	\$ 168,819,800.00		\$	133,905,250.00
2007	\$ 47,258,560.00	\$ 86,646,700.00		\$	1,283,218,612.67
	\$ 460,085,441.02	\$ 803,124,171.65			
	93,778				

Scott Pierce
729 Church Street
Nashville, TN
(615) 533-1862

Scott Pierce



	12/31/2005	12/31/2008
FY: 02	\$142,086,443.00	
FY: 03	\$214,530,000.00	
FY: 04	\$237,076,919.67	
FY: 05	\$237,076,919.67	\$30,733,580.33
FY: 06	\$118,538,458.84	\$149,272,040.16
FY: 07		\$133,905,250.00
	\$949,306,742.18	\$813,910,870.49

Pursuant to T.C.A., Section 9-6-115, I, M. D. Goetz, Jr., Commissioner of Finance and Administration, do hereby certify that there is a balance in the appropriation from which this obligation is required to be paid that is not otherwise encumbered to pay obligations previously incurred.

CONTRACT SUMMARY SHEET

Contract Number	318.66-027	FA-02-14862-05
Department of Finance and Administration		Bureau of TennCare

Contract Name	OMNICARE HEALTHPLAN, INC	<input type="checkbox"/> V- <input type="checkbox"/> C-
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Managed Care Organization Services/Medically necessary Health Care Services to the TennCare/Medicaid Population

Start Date	7/1/2001	End Date	12/31/2005
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318.66	410	134	11	<input type="checkbox"/> STARS		
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FY	Base Contract	Base Contract	Base Contract	Base Contract	Base Contract
2002	\$ 51,609,348.00	\$ 90,477,095.00			\$ 142,086,443.00
2003	\$ 78,601,400.00	\$ 135,928,600.00			\$ 214,530,000.00
2004	\$ 84,244,743.02	\$ 152,832,176.65			\$ 237,076,919.67
2005	\$ 84,244,743.02	\$ 152,832,176.65			\$ 237,076,919.67
2006	\$ 42,122,371.51	\$ 76,416,088.33			\$ 118,538,459.84
	\$ 340,822,605.55	\$ 608,486,136.64			\$ 949,308,742.18

93.778

State Representative	Dean Daniel 729 Church Street Nashville, TN (615)532-1362
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Dean Daniel *Dean Daniel* 12/23/03

FY	Base Contract	Base Contract
	12/31/2005	
FY: 02	\$142,086,443.00	\$0.00
FY: 03	\$214,530,000.00	\$0.00
FY: 04	\$237,076,919.67	\$0.00
FY: 05	\$237,076,919.67	\$0.00
FY: 06	\$118,538,459.84	\$0.00
	\$949,308,742.18	\$0.00

Pursuant to T.C.A., Section 9-6-113, I, M. D. Goetz, Jr., Commissioner of Finance and Administration, do hereby certify that there is a balance in the appropriation from which this obligation is required to be paid that is not otherwise encumbered to pay obligations previously incurred.

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CONTRACT SUMMARY (FY 01/02)

318-66-027

FA-02-14862-04

Department of Finance and Administration

Bureau of TennCare

OMNICARE HEALTHPLAN, INC

Managed Care Organization Services/Medically necessary Health Care Services to the TennCare/Medicaid Population

7/1/2001

12/31/2005

☐ STARS

318.66	410	134	11		
2002	\$ 51,609,348.00	\$ 90,477,095.00			\$ 142,086,443.00
2003	\$ 78,601,400.00	\$ 135,928,600.00			\$ 214,530,000.00
2004	\$ 84,244,743.02	\$ 152,832,176.65			\$ 237,076,919.67
2005	\$ 84,244,743.02	\$ 152,832,176.65			\$ 237,076,919.67
2006	\$ 42,122,371.51	\$ 76,416,088.33			\$ 118,538,459.84
	\$ 340,822,605.55	\$ 608,486,136.64			\$ 949,308,742.18

93.778

Dean Daniel
729 Church Street
Nashville, TN
(615)532-1362

Dean Daniel

Dean Daniel 6/30/03

	12/31/2005	
FY: 02	\$142,086,443.00	\$0.00
FY: 03	\$214,530,000.00	\$0.00
FY: 04	\$207,030,000.00	\$30,046,919.67
FY: 05	\$207,030,000.00	\$30,046,919.67
FY: 06	\$103,515,000.00	\$15,023,459.84
	\$874,191,443.00	\$75,117,299.18

Pursuant to T.C.A., Section 9-6-113, I, M. D. Goetz, Jr., Commissioner of Finance and Administration, do hereby certify that there is a balance in the appropriation from which this obligation is required to be paid that is not otherwise encumbered to pay obligations previously incurred.

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Office of Contracts Review

CONTRACT SUMMARY SHEET

FA-02-14862-03

Department of Finance and Administration

Bureau of TennCare

ICARE HEALTHPLAN, INC

☐ V-
☐ C-

aged Care Organization Services/Medically necessary Health Care Services to the TennCare/Medicaid Population

2001

12/31/2005

FA-001	FA-002	FA-003	FA-004	FA-005	FA-006	FA-007
318.66	410	134	11	<input type="checkbox"/> STARS		
2002	\$ 51,609,348.00	\$ 90,477,095.00			\$ 142,086,443.00	
2003	\$ 78,601,400.00	\$ 135,928,600.00			\$ 214,530,000.00	
2004	\$ 75,927,800.00	\$ 131,102,200.00			\$ 207,030,000.00	
2005	\$ 75,927,800.00	\$ 131,102,200.00			\$ 207,030,000.00	
2006	\$ 37,963,900.00	\$ 65,551,100.00			\$ 103,515,000.00	
	\$ 320,030,248.00	\$ 554,161,195.00			\$ 874,191,443.00	

93.778

Dean Daniel
729 Church Street
Nashville, TN
(615)532-1362

n Daniel

Dean Daniel 9/20/02

DATE	AMOUNT	AMOUNT
12/31/2005	\$142,086,443.00	
02	\$207,030,000.00	\$7,500,000.00
03	\$207,030,000.00	
04	\$207,030,000.00	
05	\$103,515,000.00	
06	\$866,691,443.00	\$7,500,000.00

Pursuant to T.C.A., Section 9-6-113, I, C. Warren Neel, Commissioner of Finance and Administration, do hereby certify that there is a balance in the appropriation from which this obligation is required to be paid that is not otherwise encumbered to pay obligations previously incurred.

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OFFICE OF
MANAGEMENT SERVICES

Office of Contracts Review

CONTRACT SUMMARY SHEET

		FA-02-14862-02
Department of Finance and Administration		Bureau of TennCare

NHCARE HEALTHPLAN, INC V- C-	
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Managed Care Organization Services/Medically necessary Health Care Services to the TennCare/Medicaid Population

01	12/31/05.
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318.66	410	134	11	<input type="checkbox"/> STARS		
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2002	\$ 51,609,348.00	\$ 90,477,095.00			\$	142,086,443.00
2003	\$ 75,927,800.00	\$ 13,110,220.00			\$	89,038,020.00
2004	\$ 75,927,800.00	\$ 13,110,220.00			\$	89,038,020.00
2005	\$ 75,927,800.00	\$ 13,110,220.00			\$	89,038,020.00
2006	\$ 37,963,900.00	\$ 65,551,100.00			\$	103,515,000.00
	\$317,356,648.00	\$ 195,358,855.00			\$	512,715,503.00

93.778

Dean Daniel 729 Church Street Nashville, TN (615)532-1362
--

in Daniel *Dean Daniel 7/1/02*

02		
03		
04		
05		
06		
	\$0.00	\$0.00

Pursuant to T.C.A., Section 9-6-113, I, C. Warren Neel, Commissioner of Finance and Administration, do hereby certify that there is a balance in the appropriation from which this obligation is required to be paid that is not otherwise encumbered to pay obligations previously incurred.

COMBINED SUMMARY SHEET

FA-02-14862-01

Department of Finance and Administration

Bureau of TennCare

INICARE HEALTHPLAN, INC.

☐ V-
☐ C-

Managed Care Organization Services/Medically necessary Health Care Services to the TennCare/Medicaid Population

101

12/31/05

318.66

410

134

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☐ STARS

Year	State Budget	Federal Budget	Other Budget	Total Budget
2002	\$ 51,609,348.00	\$ 90,477,095.00		\$ 142,086,443.00
2003	\$ 75,927,800.00	\$ 13,110,220.00		\$ 89,038,020.00
2004	\$ 75,927,800.00	\$ 13,110,220.00		\$ 89,038,020.00
2005	\$ 75,927,800.00	\$ 13,110,220.00		\$ 89,038,020.00
2006	\$ 37,963,900.00	\$ 65,551,100.00		\$ 103,515,000.00
	\$317,356,648.00	\$ 195,358,655.00		\$ 512,715,503.00

93.778

Dean Daniel
729 Church Street
Nashville, TN
(615)532-1362

n Daniel

Dean Daniel 7/1/02

	12/31/05	
02	\$142,086,443.00	\$0.00
03	\$142,086,443.00	-\$53,048,423.00
04	\$142,086,443.00	-\$53,048,423.00
05	\$142,086,443.00	-\$53,048,423.00
06	\$71,043,221.50	\$32,471,778.50
	\$639,388,993.50	-\$126,673,490.50

Pursuant to T.C.A., Section 9-6-113, I, C. Warren Neel, Commissioner of Finance and Administration, do hereby certify that there is a balance in the appropriation from which this obligation is required to be paid that is not otherwise encumbered to pay obligations previously incurred.